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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹ Debtors.	Case No.: 18-23538 (RDD) Jointly Administered Related to Doc. Nos. 4728, 4854, 4893 & 4900

**JOINDER TO THE REPLIES OF ALPINE CREATIONS LTD. AND
WEIHAI LIZNQIAO INTERNATIONAL COOP. GROUP CO., LTD.
TO DEBTORS' OMNIBUS OBJECTION TO VENDORS' MOTIONS FOR
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS**

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovol Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE**

Vehicle Service Group, LLC d/b/a Rotary, a Dover Company (“VSG”), by and through its undersigned counsel, joins the replies of Alpine Creations Ltd. (“Alpine”) (ECF No. 4893) and Weihai Lianqiao International Coop. Group Co., Ltd. (“WLI”) (ECF No. 4900) (collectively, the “Replies”) to the *Debtors’ Omnibus Objections to Vendors’ Motions for Allowance and Payment of Administrative Expense Claims* (the “Objection”) (ECF No. 4854), which includes the *Motion of Vehicle Service Group, LLC d/b/a Rotary, a Dover Company, for Allowance and Payment of Administrative Expense Claim Under 11 U.S.C. §§ 503(b)(1) and 503(b)(9)* (the “VSG Admin Motion”) (ECF No. 4728).

PRELIMINARY STATEMENT

1. VSG provided certain equipment, accessories, parts, and related support services to the Debtors’ Sears Auto Centers in connection with a Master Equipment Purchase and Service Agreement dated May 11, 2016 (“MSA”). In the twenty (20) days before the Debtors’ commencement of this bankruptcy case, VSG provided Debtors goods in the amount of \$33,030.65 pursuant to the MSA for which Debtors have failed to pay. Additionally, after the Debtors’ commencement of this bankruptcy case, VSG provided Debtors goods and services with a value of not less than \$168,915.17 under the MSA for which Debtors have failed to pay.

2. On August 2, 2019, VSG filed the VSG Admin Motion seeking payment for those unpaid goods. In doing so, VSG provided a declaration from its Director of Finance, along with copies of all the underlying invoices.

3. On August 15, 2019, the Debtors filed their Objection. The Objection did not dispute the amounts owing to VSG or challenge any of the invoices provided in the VSG Admin Motion.

4. On August 19, 2019, Alpine filed its Reply (i) in Response to Debtors' Omnibus Objection to Vendors' Motions for Allowance and Payment of Administrative Expense Claims and (ii) in Further Support of Motion of Alpine Creations Ltd to Allow and Compel Payment of Administrative Expense Claims under 11 U.S.C. §§ 503(b)(1) and 503 (b)(9).

5. On August 19, 2019, WLI filed its Reply to Debtors' Omnibus Objection to Vendors' Motions for Allowance and Payment of Administrative Expense Claims (ECF No. 4900).

JOINDER

6. VSG joins in the arguments and positions set forth in the Replies to the extent relevant and applicable. VSG believes that the legal reasoning in the Replies is sound and, for the reasons set forth therein, respectfully asks the Court to grant the requested relief.

RESERVATION OF RIGHTS

7. VSG reserves the right to supplement or amend this Joinder and make additional arguments at the hearing to consider the Motion. In addition, VSG reserves any rights of setoff and/or recoupment it may have in connection with the claims asserted in this Motion.

CONCLUSION

8. For the foregoing reasons, Vehicle Service Group, LLC d/b/a Rotary, a Dover Company, respectfully requests that this Court enter an Order: (a) granting VSG an allowed administrative expense claim under section 503(b)(9) of the Bankruptcy Code in the amount of \$33,030.65 for goods provided to the Debtors in the twenty days prior to the Petition Date; (b) granting VSG an allowed administrative expense claim in the amount of \$168,915.17 under section 503(b)(1) of the Bankruptcy Code for goods provided and services rendered to the Debtors post-petition; (c) requiring the Debtors to immediately pay such allowed administrative expense claims and no later than the date the Court confirms the Debtors' plan; (d) denying the

Debtors' Objection; and (e) granting such other and further relief as this Court deems equitable and proper.

Dated: August 20, 2019
New York, New York

**MONTGOMERY MCCRACKEN WALKER &
RHOADS LLP**

By: /s/ Edward L. Schnitzer
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Rotary, a Dover Company*

CERTIFICATE OF SERVICE

I hereby certify that on August 20, 2019, I electronically filed the foregoing with the Clerk of the Bankruptcy Court, which sent notification of such filing to all CM/ECF system participants.

/s/ *Edward L. Schnitzer*